

SCHIFF HARDIN LLP

233 SOUTH WACKER DRIVE, SUITE 6600
CHICAGO, ILLINOIS 60606
TELEPHONE (312) 258-5500
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UMB Bank, N.A.
11 Red Cedar Lane
Minneapolis, MN 55410

INVOICE NO.: 1796883
INVOICE DATE: JULY 15, 2013
CLIENT MATTER NUMBER:
MATTER NAME: KidsPeace
FIRM'S MATTER #: 41219-0000

FOR LEGAL SERVICES RENDERED
May 21, 2012 through June 30, 2013
in connection with KidsPeace

Total Fees.....	\$107,535.50
Total Disbursements/Charges.....	\$10,503.71
Total Invoice Now Due.....	\$118,039.21
	=====

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LEGAL SERVICES RENDERED:

B110	Case Administration		
05/21/13	Analyze and assemble documents for ACA outside counsel. Equity Partner Rick L. Frimmer	0.70	577.50
05/21/13	Telephone conference with outside counsel to ACA. Equity Partner Rick L. Frimmer	0.70	577.50
05/21/13	Telephone conference Elmer Heinel regarding new business opportunities for KidsPeace. Equity Partner Rick L. Frimmer	0.30	247.50
05/22/13	Conference with Karen Newbury (.50); miscellaneous call to Jeffrey Eaton regarding notices of appearance, docket maintenance and other case monitoring (.50). Equity Partner Rick L. Frimmer	1.00	825.00
05/22/13	Prepared draft pro hac vice orders (.60). Review procedures and prepare oral motion script (.40). Met with Rick Frimmer re: pro hac vice motion requirements. Reviewed case docket and met with Rick Frimmer re: administering website with pleadings for easy access (.20). Discussion with Rick Frimmer re: collateral (.50). Attention to online docket (.20). Draft and file appearances in all eight bankruptcy cases (1.60). Associate Jeffrey D. Eaton	3.50	1172.50
05/23/13	Meet with other attorneys following meeting. Counsel Karen V. Newbury	0.50	197.50

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05/23/13	Review pleadings and orders. Counsel	Karen V. Newbury	1.00	395.00
05/23/13	Review and update website maintained for Bondholders to follow docket (.20); draft notice for bondholders of bankruptcy filing (.80). Associate	Jeffrey D. Eaton	1.00	335.00
05/24/13	Draft and file motion to reset hearing due to committee formation meeting. Counsel	Karen V. Newbury	1.50	592.50
05/24/13	Revise draft orders to admit pro hac vice (.90). Calls to clerk of court re: filing (.20). File draft orders (.50). Associate	Jeffrey D. Eaton	1.60	536.00
05/28/13	Review and revise proposed debtor motions. Counsel	Karen V. Newbury	1.00	395.00
05/29/13	Telephone conference Michael Baird of PBGC. Equity Partner	Rick L. Frimmer	0.50	412.50
05/29/13	Review and revise notice to bondholders regarding KidsPeace bankruptcy filing. Equity Partner	Rick L. Frimmer	0.60	495.00
05/29/13	Revised bankruptcy notice and coordinated the web address for notice to bondholders for docket entries (.80); call with Bond Trustee re: notice (.30). Associate	Jeffrey D. Eaton	1.10	368.50
05/30/13	Reviewed docket and updated Schiff website with new entries. Associate	Jeffrey D. Eaton	0.30	100.50

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06/03/13 Review weekly census. Equity Partner Rick L. Frimmer	0.50	412.50
06/03/13 Communications with lead bondholders on update status of bankruptcy case. Equity Partner Rick L. Frimmer	0.50	412.50
06/04/13 Update distribution list for Committee, court and others to facilitate communications. Equity Partner Rick L. Frimmer	0.30	247.50
06/12/13 Telephone conference Morris Bauer regarding issues on outstanding KidsPeace motions. Equity Partner Rick L. Frimmer	0.50	412.50
06/13/13 Conference call with L. Gleason. Counsel Karen V. Newbury	0.50	197.50
06/13/13 Maintenance of external website (.20); review of case documents (.20). Associate Jeffrey D. Eaton	0.40	134.00
06/13/13 Review notice of intent to compensate officers of Debtors for compliance with local rules. Associate Jeffrey D. Eaton	0.50	167.50
06/14/13 Telephone conference Lorna Gleason regarding case strategy. Equity Partner Rick L. Frimmer	0.40	330.00
06/14/13 Research into specific issues re: creditors committee duties of loyalty and conflict of interest. Email to Rick Frimmer summarizing research. Associate Jeffrey D. Eaton	2.00	670.00

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06/17/13 Review weekly KidsPeace census. Equity Partner Rick L. Frimmer	0.40	330.00
06/20/13 Meeting with Counsel for ACA in Reading, PA. Equity Partner Rick L. Frimmer	0.70	577.50
06/24/13 Telephone conference Tom Buck of Eisner Amper. Equity Partner Rick L. Frimmer	0.20	165.00
06/25/13 Review docket entries in bankruptcy proceedings. Equity Partner Rick L. Frimmer	0.20	165.00
06/25/13 Telephone ACA regarding latest developments in case. Equity Partner Rick L. Frimmer	0.20	165.00
06/26/13 Conference among Frimmer, Newbury and Eaton regarding upcoming motions and next omnibus hearing; assign research on various bankruptcy issues. Equity Partner Rick L. Frimmer	0.80	660.00
06/26/13 Review and revise Plan Support Agreement amendment. Equity Partner Rick L. Frimmer	0.50	412.50
06/26/13 Office conference with R. Frimmer and J. Eaton re to-do list and task assignments. Counsel Karen V. Newbury	0.80	316.00
06/26/13 Meeting with Rick Frimmer and Karen Newbury re: relief from stay motion comments, assignments for week, and status of case. Associate Jeffrey D. Eaton	0.80	268.00

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06/27/13 Review census for week. Equity Partner Rick L. Frimmer	0.30	247.50
06/27/13 Correspondence with Rick Frimmer re: status of motions and division of work. Associate Jeffrey D. Eaton	0.30	100.50
06/28/13 Telephone with counsel to ACA Equity Partner Rick L. Frimmer	0.50	412.50
06/28/13 Telephone Chris Weiler of Oppenheimer Funds. Equity Partner Rick L. Frimmer	0.30	247.50
06/28/13 Strategy call. Equity Partner Rick L. Frimmer	0.50	412.50
06/28/13 Review latest docket entries in bankruptcy proceedings. Equity Partner Rick L. Frimmer	0.50	412.50
06/28/13 Draft First Amendment to Plan Support Agreement. Counsel Karen V. Newbury	0.50	197.50
06/28/13 Draft and revise letter to M. Baird. Counsel Karen V. Newbury	1.00	395.00
06/30/13 Review Eaton memo on standing to assert claims. Equity Partner Rick L. Frimmer	0.50	412.50
SUBTOTAL FOR B110 Case Administration	29.90	16108.50
B120 Asset Analysis and Recovery		
06/04/13 Review Capstone Monitoring Report. Counsel Karen V. Newbury	0.50	197.50

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06/05/13	Assemble documents and UCC financing statements for use by Creditor Committee counsel.	2.00	1650.00
	Equity Partner Rick L. Frimmer		
06/10/13	Analyze and prepare complete documentation on Trustee's security interests and UCC filing statements for Gross Receipts and other liens (1.50); send to other counsel (.20).	1.70	1402.50
	Equity Partner Rick L. Frimmer		
06/11/13	Reviewed Trustee UCCs and prepared for Rick Frimmer.	0.70	234.50
	Associate Jeffrey D. Eaton		
06/14/13	Telephone conference Tom Buck of Eisner Amper regarding 13-week Budget for cash collateral.	0.40	330.00
	Equity Partner Rick L. Frimmer		
06/18/13	Review PBGC memo from J. Eaton.	0.50	197.50
	Counsel Karen V. Newbury		
06/18/13	Review research memo on PBGC liens and assemble materials on PBGC Claims for meeting with PBGC (1.7); email same to Rick Frimmer and Karen Newbury for review (.20).	1.90	636.50
	Associate Jeffrey D. Eaton		
06/25/13	Review May board package from James Horan.	0.50	412.50
	Equity Partner Rick L. Frimmer		
06/25/13	Emails to and from James Horan regarding petition date receivables and cash of Obligated Group.	0.20	165.00
	Equity Partner Rick L. Frimmer		

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06/25/13 Conference call with trustee and financial advisors to discuss business plan issues and FTI.	0.80	660.00
Equity Partner Rick L. Frimmer		
06/25/13 Teleconference with L. Gleason, R. Frimmer and FAs re business plan.	0.80	316.00
Counsel Karen V. Newbury		
06/26/13 Assemble financial data for Duff and Phelps to analyze collateral on petition date in gross receipts (.50); telephone Lisa Neimark regarding needed analysis of liquidation scenarios (.20).	0.70	577.50
Equity Partner Rick L. Frimmer		
06/28/13 Telephone Lisa Neimark regarding Duff and Phelps conversation with FTI.	0.50	412.50
Equity Partner Rick L. Frimmer		
SUBTOTAL FOR B120 Asset Analysis and Recovery	11.20	7192.00
 B140 Relief from Stay/Adequate Protection Proceedi		
05/28/13 Correspondence with J. Eaton re debt service reserve motion and various other matters.	0.20	79.00
Counsel Karen V. Newbury		
05/28/13 Revised motion for relief from stay.	0.60	201.00
Associate Jeffrey D. Eaton		
05/29/13 Review and revise Lift Stay Motion for DSR; emails to and from Eaton.	0.70	577.50
Equity Partner Rick L. Frimmer		

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05/29/13	Added reserve account information (.30); revised agreed order for comments from team (.50); emailed Rick Frimmer re: agreed order for relief from stay (.20). Associate Jeffrey D. Eaton	1.00	335.00
05/30/13	Revised and finalized stipulated order for relief from stay and forwarded to Rick Frimmer for further comment. Associate Jeffrey D. Eaton	1.50	502.50
06/04/13	Review Lehigh County recorder records for Orchard Hills Campus parcels (.60); review deeds (.60); create spreadsheet for results (1.00). Equity Partner Rick L. Frimmer	2.20	1815.00
06/04/13	Call with Commonwealth Title Company. Call with Rick Frimmer. Email with Rick Frimmer. Associate Jeffrey D. Eaton	1.30	435.50
06/05/13	Telephone Morris Bauer, KidsPeace counsel, regarding lift stay motions. Equity Partner Rick L. Frimmer	0.70	577.50
06/10/13	Research lift stay motions. Counsel Karen V. Newbury	1.00	395.00
06/11/13	Draft agreed motion to lift stay. Counsel Karen V. Newbury	5.80	2291.00
06/11/13	Reviewed draft of stipulated relief from stay motion and provided comments on same. Associate Jeffrey D. Eaton	1.00	335.00

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06/20/13	Reviewed memos and performed follow up research on security interests and UCC law. Began drafting memo re: same. Associate Jeffrey D. Eaton	2.70	904.50
06/21/13	Review memo from Eaton on perfection of proceed of receivables and tracing rules under PA law. Equity Partner Rick L. Frimmer	0.50	412.50
06/21/13	First draft of memo re: security interest and UCC. Associate Jeffrey D. Eaton	3.00	1005.00
06/25/13	Teleconference with L. Gleason re subordination issues. Counsel Karen V. Newbury	0.50	197.50
06/26/13	Finalize memo on perfection of proceeds and comingling. Associate Jeffrey D. Eaton	1.10	368.50
06/26/13	Read debt service reserve relief from stay cases provided and continue to research same. Associate Jeffrey D. Eaton	0.80	268.00
06/27/13	Research into case law relief from stay for debt service reserve and property of the estate (1.60); began revision to motion for relief from stay (2.60). Associate Jeffrey D. Eaton	4.20	1407.00
06/28/13	Draft and revise Agreed Motion to Lift Stay. Counsel Karen V. Newbury	1.50	592.50
06/28/13	Draft and revise Agreed Motion to Lift Stay. Counsel Karen V. Newbury	1.00	395.00

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06/29/13	Reviewed and revised motion for relief from stay.	0.70	234.50
	Associate Jeffrey D. Eaton		
SUBTOTAL FOR B140 Relief from Stay/Adequate Protection Proceedings		32.00	13329.00
B150 Meeting/Communication with Creditors			
05/23/13	Pre-hearing meeting with HFG and Debtors.	1.00	395.00
	Counsel Karen V. Newbury		
05/24/13	Correspondence with Karen Newbury regarding official creditor committee formation (.40); telephone Lorna Gleason (.50); emails to and from Morris Bauer, counsel to Debtors, regarding committee formation (.30).	1.20	990.00
	Equity Partner Rick L. Frimmer		
05/27/13	Research and correspondence with R. Frimmer re: Committee Formation Meeting.	1.00	395.00
	Counsel Karen V. Newbury		
05/28/13	Emails to and from Michael Baird of PBGC regarding Committee formation.	0.50	412.50
	Equity Partner Rick L. Frimmer		
05/28/13	Calls with potential committee counsel and financial advisors.	1.20	990.00
	Equity Partner Rick L. Frimmer		
05/29/13	Conference call with Lorna Gleason regarding Committee formation (.70); telephone conferences with potential committee counsel and financial advisors (.50).	1.20	990.00
	Equity Partner Rick L. Frimmer		

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05/30/13	Attend creditors' committee meeting (6.50); meeting with L. Gleason before meeting (.50). Counsel Karen V. Newbury	7.00	2765.00
06/03/13	Telephone conference Norman Kinel regarding case background and creditor issues. Equity Partner Rick L. Frimmer	1.00	825.00
06/03/13	Conference call with N. Kinel re FAS. Internal call with R. Frimmer. Counsel Karen V. Newbury	1.00	395.00
06/03/13	Review FA presentation booklets. Counsel Karen V. Newbury	1.00	395.00
06/04/13	Review OCC Motion and Order. Equity Partner Rick L. Frimmer	0.20	165.00
06/05/13	Review Committee messages from S. Levine. Counsel Karen V. Newbury	0.20	79.00
06/07/13	Review Committee minutes and proposed confidentiality agreement to advise Lorna Gleason. Counsel Karen V. Newbury	0.50	197.50
06/13/13	Review first draft of Committee by-laws (.30); email to Committee counsel (.10). Equity Partner Rick L. Frimmer	0.40	330.00
06/13/13	Conference calls and email with L. Gleason re bylaws. Counsel Karen V. Newbury	1.00	395.00
06/13/13	Communicate with P. Gross re bylaws and other documents; review bylaws. Counsel Karen V. Newbury	0.50	197.50

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06/14/13 Conference call with committee counsel re possible committee conflict.	1.00	395.00
Counsel Karen V. Newbury		
06/20/13 Conference in Reading, PA among Debtors' counsel, PBGC and Committee counsel.	1.50	1237.50
Equity Partner Rick L. Frimmer		
06/20/13 Attend meeting with M. Baird, M. Bauer, R. Frimmer, and S. Levine.	1.50	592.50
Counsel Karen V. Newbury		
SUBTOTAL FOR B150 Meeting/Communication with Creditor	22.90	12141.50
 B160 Fee/Employment Applications		
05/28/13 Revise Newbury comments on interim fee procedures.	0.30	247.50
Equity Partner Rick L. Frimmer		
05/30/13 Review Debtors' Motion to establish interim compensation procedures and emailed working group with comments and concerns (.60). Call with Karen Newbury re: same (.20).	0.80	268.00
Associate Jeffrey D. Eaton		
05/31/13 Call with Mo Bauer re: motion for monthly fee applications (.30). Email to counsel with suggested changes (.20).	0.50	167.50
Associate Jeffrey D. Eaton		
06/03/13 Review Debtors' motion to employ ordinary course professionals.	0.50	412.50
Equity Partner Rick L. Frimmer		

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06/03/13	Prepare comments to Debtors' interim compensation procedures motion; internal calls with Newbury. Equity Partner Rick L. Frimmer	0.50	412.50
06/03/13	Email with Rick Frimmer and Karen Newbury re: fee application. Associate Jeffrey D. Eaton	0.40	134.00
06/04/13	Review and comment on Motion to Retain Ordinary Course Professionals; communicate with R. Frimmer and J. Zapata re same. Counsel Karen V. Newbury	1.20	474.00
06/04/13	Email Rick Frimmer and Karen Newbury re: fee application time categories. Associate Jeffrey D. Eaton	0.30	100.50
06/17/13	Email to Rick Frimmer and Karen Newbury proposing system for filing of monthly fee statements pursuant to court entered order. Communication with billing department re: May bill for review. Associate Jeffrey D. Eaton	0.70	234.50
06/18/13	Email response to questions from Rick Frimmer re: Monthly Fee Statement procedures. Associate Jeffrey D. Eaton	0.50	167.50
06/20/13	Review employment applications for Lowenstein. Counsel Karen V. Newbury	3.50	1382.50
06/21/13	Review and approve motion to employ FTI. Counsel Karen V. Newbury	0.50	197.50

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06/25/13	Revise retention applications for Lowenstein and FTI; discuss with Newbury and Gleason. Equity Partner Rick L. Frimmer	0.30	247.50
06/30/13	Review May time in preparation for monthly fee statement (.90). Email to Rick Frimmer and Karen Newbury re:same (.20). Associate Jeffrey D. Eaton	1.10	368.50
SUBTOTAL FOR B160 Fee/Employment Applications		11.10	4814.50
B190 Other Contested Matters (exclude assumption/reon motions)			
05/22/13	Review objection of Gemino Healthcare Finance. Equity Partner Rick L. Frimmer	0.50	412.50
05/22/13	Telephone conference with Ben Mintz of Kaye Scholer regarding response to Gemino objection. Equity Partner Rick L. Frimmer	0.50	412.50
05/22/13	Telephone conference Morris Bauer, counsel to KidsPeace, regarding Gemino objection and PBGC letter changes. Equity Partner Rick L. Frimmer	0.50	412.50
05/22/13	Prepare for first day hearings in US Bankruptcy Court for Eastern District of Pennsylvania. Equity Partner Rick L. Frimmer	3.50	2887.50
05/23/13	Attendance at first day hearings at US Bankruptcy Court for the Eastern District of Pennsylvania, Reading Division (2.00); conference with counsel (1.00); preparation for hearings (2.70); meeting with David Adams, United States Trustee re: first day	6.70	5527.50

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hearings (1.00).
Equity Partner Rick L. Frimmer

05/23/13	Appear at first-day hearings.	2.00	790.00
	Counsel Karen V. Newbury		
06/20/13	Attend omnibus hearing in Bankruptcy Court in Reading, PA.	1.50	1237.50
	Equity Partner Rick L. Frimmer		
06/20/13	Appearance at omnibus hearing.	1.50	592.50
	Counsel Karen V. Newbury		
06/24/13	Review bar date motion filed by Debtors.	0.20	165.00
	Equity Partner Rick L. Frimmer		
06/28/13	Confer with J. Eaton re: and analyze possible adversary proceedings.	1.00	615.00
	Income Partner Jason M. Torf		
06/28/13	Meeting with Jason Torf re: potential adversary proceedings.	1.00	335.00
	Associate Jeffrey D. Eaton		
06/28/13	Research re: potential adversary proceedings.	1.00	335.00
	Associate Jeffrey D. Eaton		
06/29/13	Continued to research potential adversary proceedings.	1.70	569.50
	Associate Jeffrey D. Eaton		
06/30/13	Research re: potential adversary proceedings.	1.00	335.00
	Associate Jeffrey D. Eaton		
SUBTOTAL FOR B190 Other Contested Matters (exclude asson/reject)		22.60	14627.00
B195	Non-Working Travel		

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05/22/13	Travel from Chicago to Reading for first-day hearing.	4.50	3712.50
	Equity Partner Rick L. Frimmer		
05/22/13	Travel from Chicago to Reading for first-day hearing.	4.50	1777.50
	Counsel Karen V. Newbury		
05/23/13	Travel from Reading to Philadelphia.	1.50	1237.50
	Equity Partner Rick L. Frimmer		
05/23/13	Travel from Reading to Philadelphia.	1.50	592.50
	Counsel Karen V. Newbury		
05/24/13	Travel from Philadelphia to Chicago.	3.50	1382.50
	Counsel Karen V. Newbury		
05/25/13	Travel back to Chicago from Philadelphia.	3.50	2887.50
	Equity Partner Rick L. Frimmer		
05/29/13	Travel to Philadelphia for committee meeting; prepare for meeting.	3.50	1382.50
	Counsel Karen V. Newbury		
05/31/13	Travel from Philadelphia to Chicago.	3.50	1382.50
	Counsel Karen V. Newbury		
06/19/13	Travel to Reading for hearings on June 20.	4.50	3712.50
	Equity Partner Rick L. Frimmer		
06/19/13	Travel from Chicago to Reading for omnibus hearing.	4.50	1777.50
	Counsel Karen V. Newbury		
06/20/13	Travel to Philadelphia from Reading.	1.50	1237.50
	Equity Partner Rick L. Frimmer		
06/20/13	Travel to Philadelphia from Reading.	1.50	592.50
	Counsel Karen V. Newbury		

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06/21/13	Travel from Philadelphia to Chicago from KidsPeace bankruptcy hearing on June 20. Equity Partner Rick L. Frimmer	3.50	2887.50
06/21/13	Travel from Philadelphia to Chicago. Counsel Karen V. Newbury	3.50	1382.50
SUBTOTAL FOR B195 Non-Working Travel		45.00	25945.00
 B230 Financing/Cash Collections			
05/21/13	Review latest changes to DIP documents; assemble and distribute UMB signature pages for Kaye Scholer, to be held. Equity Partner Rick L. Frimmer	1.30	1072.50
05/22/13	Emails to and from Lorna Gleason regarding signatures to HFG DIP documents and notice of bankruptcy filing to bondholders. Equity Partner Rick L. Frimmer	0.20	165.00
06/06/13	Review and discuss adjournment of final DIP hearing. Equity Partner Rick L. Frimmer	0.50	412.50
06/13/13	Negotiations with counsel for Debtors, Committee and DIP lender on modifications to DIP loan agreement and final DIP order. Equity Partner Rick L. Frimmer	1.40	1155.00
06/14/13	Telephone conference with Norman Kinel and Philip Gross regarding Committee requests for modifications to the final DIP order. Equity Partner Rick L. Frimmer	0.90	742.50

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06/14/13	Telephone conference Morris Bauer regarding developments in negotiations regarding final DIP order.	0.30	247.50
	Equity Partner Rick L. Frimmer		
06/17/13	Update email to Trustee and majority bondholders regarding developments in the negotiation of the final DIP order.	0.50	412.50
	Equity Partner Rick L. Frimmer		
06/17/13	Telephone conferences and emails among counsel for Debtors; counsel for Official Creditors Committee and counsel for DIP lender regarding revised terms for final DIP Order.	1.30	1072.50
	Equity Partner Rick L. Frimmer		
06/17/13	Emails to and from Committee counsel regarding terms for final DIP order.	0.60	495.00
	Equity Partner Rick L. Frimmer		
06/18/13	Continued negotiations with counsel for Debtors, the Committee and the DIP lender on amendments to the DIP loan and the terms of the final DIP order.	2.20	1815.00
	Equity Partner Rick L. Frimmer		
06/19/13	Review latest revisions to final DIP order, DIP Loan agreement and budget; correspondence and phone calls among counsel to discuss the same.	1.60	1320.00
	Equity Partner Rick L. Frimmer		
06/27/13	Review and deliver UMB signature pages to DIP documents to Jeff Eaton for delivery to Kaye Scholar.	0.20	165.00
	Equity Partner Rick L. Frimmer		

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06/28/13 Draft letter and send signature pages of Intercreditor Agreement to HFG. Associate Jeffrey D. Eaton	0.50	167.50
SUBTOTAL FOR B230 Financing/Cash Collections	11.50	9242.50
B320 Plan and Disclosure Statement (including Businlan)		
06/12/13 Reviewed draft plan and disclosure statement of the debtors and provided comments to Karen Newbury and Rick Frimmer. Associate Jeffrey D. Eaton	4.00	1340.00
06/13/13 Conference with Karen Newbury regarding mark-up of Plan and Disclosure Statement. Equity Partner Rick L. Frimmer	0.40	330.00
06/13/13 Review and revise first draft of Disclosure Statement. Equity Partner Rick L. Frimmer	1.30	1072.50
06/13/13 Conference call with R. Frimmer re plan and disclosure statement. Counsel Karen V. Newbury	0.40	158.00
06/17/13 Emails to and from various majority bondholders for authority to negotiate terms and to extend deadlines for plan and disclosure statement filing. Equity Partner Rick L. Frimmer	0.30	247.50
06/18/13 Review and revise final DIP order. Counsel Karen V. Newbury	2.50	987.50
SUBTOTAL FOR B320 Plan and Disclosure Statement (incluBusiness	8 .90	4135.50
TOTAL FEES INVOICED	1	\$107,535.50

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DISBURSEMENTS/CHARGES:

DATE	DESCRIPTION	AMOUNT
05/21/13	Delivery services/messengers Air Bill: 799816977284 Sender: Jeffrey Eaton, Jeffrey Eaton Recipient: Michael E Kunz, U S District Address: 601 Market St Rm 2609 City: PHILADELPHIA State: PA Zip code: 19106 USER DEFINED 1: Jeffrey Eaton, Jeffr USER DEFINED 2: 799816977284	14.58
05/24/13	Delivery services/messengers Air Bill: 799848904181 Sender: Jeffrey Eaton Recipient: ATTN IT Department, U S Ban Address: 900 Market St Rm 400 City: PHILADELPHIA State: PA Zip code: 19107 USER DEFINED 1: Jeffrey Eaton USER DEFINED 2: 799848904181	14.58
05/28/13	Delivery services/messengers Air Bill: 799860044300 Sender: Jeffrey Eaton Recipient: IT Department, U S Bankruptcy Address: 900 Market St Rm 400 City: PHILADELPHIA State: PA Zip code: 19107 USER DEFINED 1: Jeffrey Eaton USER DEFINED 2: 799860044300	14.58
05/21/13	Duplicating and Binding Frimmer USER DEFINED 1: Frimmer	13.05

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05/01/13	On-line research USER DEFINED 1: Pacer Service	125.40
05/01/13	On-line research USER DEFINED 1: Pacer Service	0.80
05/06/13	On-line research - Westlaw USER DEFINED 1: NEWBURY, KAREN USER DEFINED 2: 1020478	31.33
05/08/13	On-line research - Westlaw USER DEFINED 1: EATON, JEFFREY D USER DEFINED 2: 1041139	39.46
05/09/13	On-line research - Westlaw USER DEFINED 1: NEWBURY, KAREN USER DEFINED 2: 1020478	48.21
05/15/13	On-line research - Westlaw USER DEFINED 1: EATON, JEFFREY D USER DEFINED 2: 1041139	472.87
06/11/13	On-line research - Westlaw USER DEFINED 1: NEWBURY, KAREN USER DEFINED 2: 1020478	1491.31
06/13/13	On-line research - Westlaw USER DEFINED 1: NEWBURY, KAREN USER DEFINED 2: 1020478	166.25
06/13/13	On-line research - Westlaw USER DEFINED 1: EATON, JEFFREY D USER DEFINED 2: 1041139	175.39
06/14/13	On-line research - Westlaw USER DEFINED 1: EATON, JEFFREY D USER DEFINED 2: 1041139	405.30
06/26/13	On-line research - Westlaw USER DEFINED 1: EATON, JEFFREY D USER DEFINED 2: 1041139	117.50
06/27/13	On-line research - Westlaw USER DEFINED 1: EATON, JEFFREY D USER DEFINED 2: 1041139	101.78
06/28/13	On-line research - Westlaw USER DEFINED 1: EATON, JEFFREY D USER DEFINED 2: 1041139	48.30

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06/29/13	On-line research - Westlaw	204.51
	USER DEFINED 1: EATON, JEFFREY D	
	USER DEFINED 2: 1041139	
04/17/13	Readyconference Plus Audio; total minutes 68	6.55
	USER DEFINED 1: Rick Frimmer	
04/17/13	Readyconference Plus Audio; total minutes 696	67.02
	USER DEFINED 1: Rick Frimmer	
05/09/13	Readyconference Plus Audio; total minutes 258	24.85
	USER DEFINED 1: Rick Frimmer	
05/14/13	Readyconference Plus Audio; total minutes 46	4.43
	USER DEFINED 1: Karen Newbury	
05/14/13	Readyconference Plus Audio; total minutes 28	2.69
	USER DEFINED 1: Karen Newbury	
05/14/13	Readyconference Plus Audio; total minutes 52	5.01
	USER DEFINED 1: Karen Newbury	
05/15/13	Telephone tolls Number: 16107823162 Time: 00:02 Caller: 5573 USER DEFINED 1: 5573 USER DEFINED 2: 16107823162	0.13
05/20/13	Telephone tolls Number: 12128368505 Time: 00:12 Caller: 5511 USER DEFINED 1: 5511 USER DEFINED 2: 12128368505	0.73
05/20/13	Telephone tolls Number: 19082524345 Time: 00:09 Caller: 5511 USER DEFINED 1: 5511 USER DEFINED 2: 19082524345	0.55

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05/20/13 Telephone tolls	0.53
Number: 17277814416	
Time: 00:09	
Caller: 5511	
USER DEFINED 1: 5511	
USER DEFINED 2: 17277814416	
05/20/13 Readyconference Plus Audio;	33.70
total minutes 350	
USER DEFINED 1: Rick Frimmer	
05/21/13 Telephone tolls	0.12
Number: 12156653458	
Time: 00:02	
Caller: 5573	
USER DEFINED 1: 5573	
USER DEFINED 2: 12156653458	
05/24/13 Telephone tolls	0.21
Number: 16102085036	
Time: 00:03	
Caller: 5573	
USER DEFINED 1: 5573	
USER DEFINED 2: 16102085036	
05/24/13 Telephone tolls	0.53
Number: 16102085040	
Time: 00:09	
Caller: 5573	
USER DEFINED 1: 5573	
USER DEFINED 2: 16102085040	
05/24/13 Telephone tolls	0.16
Number: 16102085040	
Time: 00:02	
Caller: 5573	
USER DEFINED 1: 5573	
USER DEFINED 2: 16102085040	
06/03/13 Readyconference Plus Audio;	2.41
total minutes 25	
USER DEFINED 1: Rick Frimmer	
06/03/13 Readyconference Plus Audio;	2.88
total minutes 30	
USER DEFINED 1: Rick Frimmer	

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06/04/13 Telephone tolls	1.46
Number: 12152416185	
Time: 00:24	
Caller: 5573	
USER DEFINED 1: 5573	
USER DEFINED 2: 12152416185	
06/26/13 Telephone tolls	3.21
Number: 19734523404	
Time: 00:53	
Caller: 5511	
USER DEFINED 1: 5511	
USER DEFINED 2: 19734523404	
05/22/13 Travel Expenses (Except Meals)	659.80
VENDOR: Rick Frimmer; Airfare; 05/22/2013 -	
05/24/2013; MDW/PHL; Economy; Attendance at	
First Day Hearings in KidsPeace Bankruptcy case	
in Reading, PA	
05/22/13 Travel Expenses (Except Meals)	659.80
VENDOR: Rick Frimmer; Airfare; 05/22/2013 -	
05/25/2013; MDW/PHL; Economy; Attendance at	
First Day Hearings in KidsPeace Bankruptcy case	
in Reading, PA	
05/22/13 Travel Expenses (Except Meals)	366.30
VENDOR: Rick Frimmer; Lodging; 05/22/2013 -	
05/23/2013; Attendance at First Day Hearings in	
KidsPeace Bankruptcy case in Reading, PA	
05/23/13 Travel Expenses (Except Meals)	308.98
VENDOR: Rick Frimmer; Lodging; 05/23/2013 -	
05/24/2013; Attendance at First Day Hearings in	
KidsPeace Bankruptcy case in Reading, PA	
05/24/13 Travel Expenses (Except Meals)	2.00
VENDOR: Rick Frimmer; Parking; 05/24/13; Attend	
first day hearings in KidsPeace bankruptcy in	
Reading, PA	
05/24/13 Travel Expenses (Except Meals)	21.00
VENDOR: Rick Frimmer; Parking; 05/24/13;	
Attendance at First Day Hearings in KidsPeace	
Bankruptcy case in Reading, PA	

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05/24/13	Travel Expenses (Except Meals)	45.00
	VENDOR: Karen Newbury; Taxi; Midway/Home; 05/24/13; court appearance	
05/25/13	Travel Expenses (Except Meals)	291.14
	VENDOR: Rick Frimmer; Car Rental; 05/22/2013 - 05/25/2013; Attend first day hearings in KidsPeace bankruptcy in Reading, PA	
05/25/13	Travel Expenses (Except Meals)	26.75
	VENDOR: Rick Frimmer; Car Rental/Fuel; 05/25/13; Attend first day hearings in KidsPeace bankruptcy in Reading, PA	
05/25/13	Travel Expenses (Except Meals)	1.50
	VENDOR: Rick Frimmer; Parking; 05/25/13; Attend first day hearings in KidsPeace bankruptcy in Reading, PA	
05/25/13	Travel Expenses (Except Meals)	56.00
	VENDOR: Rick Frimmer; Parking; 05/25/13; Attend first day hearings in KidsPeace bankruptcy in Reading, PA	
05/28/13	Travel Expenses (Except Meals)	858.78
	VENDOR: Karen Newbury; Airfare; 05/29/2013 - 05/31/2013; ORD/Philadelphia; First; US Creditor Formation Meeting	
05/29/13	Travel Expenses (Except Meals)	35.00
	VENDOR: Karen Newbury; Taxi; Airport/Hotel; 05/29/13; Appointment of Creditors' Committee	
05/30/13	Travel Expenses (Except Meals)	10.00
	VENDOR: Karen Newbury; Taxi; Hotel/Restaurant; 05/30/13; Appointment of Creditors' Committee	
05/30/13	Travel Expenses (Except Meals)	8.23
	VENDOR: Karen Newbury; Taxi; Restaurant/Hotel; 05/30/13; Appointment of Creditors' Committee	
05/30/13	Travel Expenses (Except Meals)	8.23
	VENDOR: Karen Newbury; Taxi; Hotel/Committee Meeting; 05/30/13; Appointment of Creditors' Committee	

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05/30/13	Travel Expenses (Except Meals)	7.08
	VENDOR: Karen Newbury; Taxi; Committee Meeting/Hotel; 05/30/13; Appointment of Creditors' Committee	
05/31/13	Travel Expenses (Except Meals)	35.00
	VENDOR: Karen Newbury; Taxi; Hotel/Airport; 05/31/13; Appointment of Creditors' Committee	
05/31/13	Travel Expenses (Except Meals)	40.00
	VENDOR: Karen Newbury; Taxi; O'Hare Airport/Home; 05/31/13; Appointment of Creditors' Committee	
05/31/13	Travel Expenses (Except Meals)	677.38
	VENDOR: Karen Newbury; Lodging; 05/29/2013 - 05/31/2013; Appointment of Creditors' Committee	
05/31/13	Travel Expenses (Except Meals)	27.98
	VENDOR: Karen Newbury; Hotel - Internet; 05/31/13; Appointment of Creditors' Committee	
06/19/13	Travel Expenses (Except Meals)	659.80
	VENDOR: Rick Frimmer; Airfare; 06/19/2013 - 06/21/2013; MDW to PHL; Economy; Bankruptcy Court hearings in KidsPeace Corporation bankruptcy	
06/19/13	Travel Expenses (Except Meals)	659.80
	VENDOR: Rick Frimmer; Airfare; 06/19/2013 - 06/21/2013; MDW/PHL; Economy; Bankruptcy Court hearings in KidsPeace Corporation bankruptcy	
06/19/13	Travel Expenses (Except Meals)	172.03
	VENDOR: Rick Frimmer; Car Rental; 06/19/2013 - 06/21/2013; Bankruptcy Court hearings in KidsPeace Corporation bankruptcy	
06/20/13	Travel Expenses (Except Meals)	389.80
	VENDOR: Jeffrey Eaton; Airfare; 07/10/2013 - 07/12/2013; Chicago/Philadelphia; Economy; Attend 341 Meeting	
06/20/13	Travel Expenses (Except Meals)	108.90
	VENDOR: Rick Frimmer; Lodging; 06/19/2013 - 06/20/2013; Bankruptcy Court hearings in KidsPeace Corporation bankruptcy	

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06/20/13 Travel Expenses (Except Meals)	6.00
VENDOR: Rick Frimmer; Hotel - Parking; 06/20/13; Bankruptcy Court hearings in KidsPeace Corporation bankruptcy	
06/20/13 Travel Expenses (Except Meals)	108.90
VENDOR: Rick Frimmer; Lodging; 06/19/2013 - 06/20/2013; Bankruptcy Court hearings in KidsPeace Corporation bankruptcy	
06/20/13 Travel Expenses (Except Meals)	216.58
VENDOR: Rick Frimmer; Lodging; 06/20/2013 - 06/21/2013; Bankruptcy Court hearings in KidsPeace Corporation bankruptcy	
06/20/13 Travel Expenses (Except Meals)	8.00
VENDOR: Rick Frimmer; Parking; 06/20/13; Bankruptcy Court hearings in KidsPeace Corporation bankruptcy	
06/20/13 Travel Expenses (Except Meals)	27.00
VENDOR: Rick Frimmer; Car Rental/Fuel; 06/20/13; Bankruptcy Court hearings in KidsPeace Corporation bankruptcy	
06/21/13 Travel Expenses (Except Meals)	216.58
VENDOR: Rick Frimmer; Lodging; 06/20/2013 - 06/21/2013; Bankruptcy Court hearings in KidsPeace Corporation bankruptcy	
06/21/13 Travel Expenses (Except Meals)	62.00
VENDOR: Rick Frimmer; Parking; 06/21/13; Bankruptcy Court hearings in KidsPeace Corporation bankruptcy	
05/21/13 Pro Hac Vice - VENDOR: UNITED STATES DISTRICT COURT UNITED STATES DISTRICT COURT- PRO HAC VICE MOTION FEE- J.EATON	40.00
05/21/13 Pro Hac Vice - VENDOR: UNITED STATES DISTRICT COURT UNITED STATES DISTRICT COURT- PRO HAC VICE MOTION FEE- K. NEWBURY	40.00
TOTAL DISBURSEMENTS/CHARGES	<u>10,503.71</u>
TOTAL FEES AND DISBURSEMENTS/CHARGES DUE	\$118,039.21

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ATTORNEY FEES -- TASK BASED SUMMARY

Case Administration	B110			
Equity Partner	Rick L. Frimmer	11.60	825.00	9570.00
Counsel	Karen V. Newbury	6.80	395.00	2686.00
Associate	Jeffrey D. Eaton	11.50	335.00	3852.50
TOTAL HOURS AND FEE		29.90		16108.50
Asset Analysis and Recovery	B120			
Equity Partner	Rick L. Frimmer	6.80	825.00	5610.00
Counsel	Karen V. Newbury	1.80	395.00	711.00
Associate	Jeffrey D. Eaton	2.60	335.00	871.00
TOTAL HOURS AND FEE		11.20		7192.00
Relief from Stay/Adequate Protection	B140			
Equity Partner	Rick L. Frimmer	4.10	825.00	3382.50
Counsel	Karen V. Newbury	10.00	395.00	3950.00
Associate	Jeffrey D. Eaton	17.90	335.00	5996.50
TOTAL HOURS AND FEE		32.00		13329.00
Meeting/Communication with Creditor	B150			
Equity Partner	Rick L. Frimmer	7.20	825.00	5940.00
Counsel	Karen V. Newbury	15.70	395.00	6201.50
TOTAL HOURS AND FEE		22.90		12141.50
Fee/Employment Applications	B160			
Equity Partner	Rick L. Frimmer	1.60	825.00	1320.00
Counsel	Karen V. Newbury	5.20	395.00	2054.00
Associate	Jeffrey D. Eaton	4.30	335.00	1440.50

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TOTAL HOURS AND FEE		11.10	4814.50
Other Contested Matters(exclude ass B190			
Equity Partner	Rick L. Frimmer	13.40	825.00
Income Partner	Jason M. Torf	1.00	615.00
Counsel	Karen V. Newbury	3.50	395.00
Associate	Jeffrey D. Eaton	4.70	335.00
TOTAL HOURS AND FEE		22.60	14627.00
Non-Working Travel B195			
Equity Partner	Rick L. Frimmer	19.00	825.00
Counsel	Karen V. Newbury	26.00	395.00
TOTAL HOURS AND FEE		45.00	25945.00
Financing/Cash Collections B230			
Equity Partner	Rick L. Frimmer	11.00	825.00
Associate	Jeffrey D. Eaton	0.50	335.00
TOTAL HOURS AND FEE		11.50	9242.50
Plan and Disclosure Statement(inclu B320			
Equity Partner	Rick L. Frimmer	2.00	825.00
Counsel	Karen V. Newbury	2.90	395.00
Associate	Jeffrey D. Eaton	4.00	335.00
TOTAL HOURS AND FEE		8.90	4135.50
GRAND TOTAL		195.10	107535.50

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-----COST CODE SUMMARY-----

COST CODE-----		AMOUNT
02	Delivery services/messeng	43.74
05	Duplicating and Binding	13.05
08	On-line research	3428.41
19	Telephone tolls	157.17
21	Travel Expenses (Except M	6781.34
34	Travel Expenses (Meals On	.00
42	Pro Hac Vice	80.00

TOTAL FEES & COSTS 118039.21